

STATUTES OF THE ALLIANCE FOR LOGISTICS INNOVATION THROUGH COLLABORATION IN EUROPE, (ALICE) AISBL

Chapter 1 - Denomination, Registered office, Mission, Objectives, Duration

Art. 1. Denomination

The association is a non profit international association named “Alliance for Logistics Innovation through Collaboration in Europe”, abbreviated as “ALICE”. Both the full name and the abbreviated name can be used interchangeably. It is constituted under the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation.

Art. 2. Registered office

The registered office of the Association shall be located at Avenue Jacques Brel 38/0 – 1200, Brussels (Belgium), and may be transferred to any other location in Belgium upon decision of the Executive Group. The new address of the registered office of the association must be published in the Annexes to the Belgian State Gazette.

Art. 3. Language

The working language of ALICE is English. All internal documents and information are written in English, except for the statutes and any other document, which, according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, must be published in the Belgian Official Journal (i.e., Le Moniteur Belge). These documents will be written in French. The English translation of these documents will have no legal validity.

Art. 4. Mission Statement

The Association is dedicated to promote research, innovation and change for the achievement of competitive and sustainable logistics in Europe.

Art. 5. Objectives and activities

The objectives of the Association are as follows:

1. Promote and facilitate research and innovation for sustainable and efficient logistics in the European supply chains.
2. Developing means and tools to share general knowledge on logistics between the members and enable co-operation across supply chain where possible.
3. Creating awareness by communicating to national governments, institutions and agencies chances and opportunities regarding research and innovation for the development of sustainable logistics solutions.
4. Fulfil both Industry and European Commission expectations on its role as “*European Technology Platform*” as defined by the European Commission which recognised ALICE as such in July 2013.
5. The Association may perform directly or indirectly all acts which are in furtherance of the above objectives provided no pecuniary revenue at all accrues to a member or members thereof.

To achieve these objectives, the Association:

1. Shall engage in a public private partnership with the European Community and work towards the establishment of a joint undertaking according to article 187 of the EC Treaty. It shall collaborate with the European Community for the implementation of European framework programmes on research, technological development and demonstration
2. Shall develop research and innovation agendas and roadmaps for the Logistics sector in Europe and any other activities attributed to “*European Technology Platforms*” according to the European Commission documents.
3. Shall collaborate with the relevant governments and institutions on the development of sustainable logistics solutions
4. Shall publish and circulate printed or electronic information in line with the objectives above
5. Shall organise meetings, workshops, conferences, master classes, visits, innovation awards and other events in line with the objectives above
6. Shall foster a network of stakeholders, academic and institutions to best promote the research and innovation on logistics
7. Shall take care of the legacy of the European Intermodal Research Advisory Council as laid down in the EIRAC Strategic Agenda 2010 - 2030+.
8. Shall carry out acts and take steps that are deemed appropriate or useful in view of achieving its objective.

However, the Association:

1. Shall not engage in policy-making and/or represent the interests of the European logistics sector on policy fields outside the boundaries of the European Research and Innovation Programs including Horizon 2020.
2. Shall not execute any activity in violation of antitrust laws. To this end, the association will implement a Code of Conduct with Respect to Competition Matters that will need to be followed in every ALICE activity.

Art. 6. Duration

The Association shall be constituted for an indefinite period and may be dissolved at any time subject to and in accordance with the conditions foreseen by these Statutes.

Chapter 2 - Members, Admission, Membership fee, Resignation, Debarring, working groups

Art. 7. Membership and voting rights

7.1. There are five types of membership:

- A) Industry: companies involved in the industrial (manufacturing, wholesalers and retail), the logistic sector (Logistics Service Providers, Transportation, Port, Hubs and Operators) ICT and consultants in the field of logistics.
- B) Academia: Universities and research institutions engaged in the field of logistics and provided they get an endorsement letter of one of the industry members.
- C) Associations: European associations operating and/or interested in research and innovation on logistics.

D) Platforms: National and regional technology platforms and research and innovation driven clusters in the field of logistics provided they are organized as legal entities.

- National Technology Platforms need to be recognized as such by the competent Ministry in that specific Member State.
- Regional Technology Platforms and research and innovation driven clusters need to be representative of the sector in the region they are operating and have significant impact. Moreover, they need to include industry and academia among its members and have the support of the regional government. They need to promote and have a strong focus on innovation activities on logistics.

E) Supporters: any other non-profit organization willing to support the work of ALICE.

7.2 Members must be entities legally constituted according to the laws and customs of at least one European country and be based in any European country. Membership shall not be possible for private individuals.

7.3 All members must be legally constituted and operate in accordance with the law of their country of origin. Members, which cease to possess the qualification required under the present article, shall ipso facto cease to be members of the Association.

7.4 All members (except supporters) shall pay an annual subscription and/or other contribution as determined by the Plenary.

7.5 Any subsidiary or sister-company in any European country actively engaged in the industrial and logistic sector will have the possibility to benefit from the same membership.

7.6 Exceptionally, and only for duly justified reasons, the Executive Group may decide to accept legal entities as members, even if they do not comply with the requirements stated above, in compliance with the Working rules of ALICE.

7.7. Each Member will have one voting right except members under category E) that will not have voting rights.

7.8. Only Members whose membership fees and payments are not overdue have the right to vote.

Art. 8 Admissions

All applications for membership of the Association shall be sent in writing to the ALICE Secretariat who will submit it to the Executive Group. Decisions regarding admission of new Members shall be taken by the Executive Group and communicated to the candidates within three (3) months of receipt of said application.

Art. 9. Membership fee

Members have to pay an annual fee and to provide to the Association a contribution in kind (workforce) determined by the Plenary. The amount of annual fee and the deadline of payment of the annual fee shall be set by the Plenary of the Association for each category of Members.

In exceptional circumstances, the Plenary will decide upon request of the Executive Group to reduce their annual fee of a determined member.

Art. 10. Resignation of membership

Any Member may resign by giving a written three months' notice to the end of the year. The written notice shall be sent by registered letter to the Executive Group.

The resignation shall take effect on January 1st of the following year.

Upon resignation, the former member shall:

- be liable for all ordinary or special fees outstanding with regard to the period of its membership;
- forfeit all its rights regarding the membership;
- Avoid any reference to Association membership in their business relations,

Art. 11. Exclusion

In the following cases, a Member will be removed from the membership:

- b) If it has not paid the annual fee on the due date defined in the bylaws despite a written reminder;
- c) If the Plenary considers that the Member acts against the objectives of ALICE or violates the provisions of these Statutes.

Any Member is entitled to suggest/request the exclusion of a Member. The Member whose membership is requested to be terminated shall be informed about the reasons for the requested exclusion. Furthermore, it has the right to be heard by the Plenary before the latter decides on the exclusion of the member.

Upon exclusion, the former Member shall:

- be liable for all its ordinary or special fees outstanding with regard to the period of its membership;
- forfeit all its rights regarding the membership.
- Avoid any reference to Association membership in their business relations.

Art. 12 Working Groups

The Working Groups are responsible for the drafting of ALICE documents such as Strategic Research and Innovation Agendas and Research and Innovation Roadmaps identifying research gaps to be proposed to the Steering Group as potential input for the HORIZON 2020 and similar programs.

In accordance with Article 9, members are required to provide an in-kind (person days) contribution to the association, through participation in the Working Groups. Working Groups will be set up for and perform specific activities to fulfil the objectives of the association. In case of meetings, travel and accommodation will be at member expenses.

The Working Groups are managed and chaired by Working Group Chairs, selected by the Plenary. Furthermore, each Working Group shall have one or two Vice-chair elected by the Executive Group.

Chapter 3 - Plenary

Art. 13. Sovereignty

The Plenary of the Association is the ultimate authority in the Association. The Plenary is composed by all Members of the Association.

Art. 14. Delegates

Members may transfer their voting rights at the Plenary to a Representative of their organization or to a Delegate of another Member, who will have the same rights, provided that the Secretariat of the Association has been informed about in written form before the Plenary. In addition to its own voting rights, a Member may represent the voting rights of only one other member. As a consequence of Article 7.5 of the present Statutes, a corporate group counts as a single Member.

Art. 15. Frequency of meetings

The Plenary of the Association shall be convened by written notice of the Executive Group and shall take place at least once every calendar year, due notice together with an agenda for the said meeting are to be sent at least six (6) weeks before the date on which the meeting is convened. e-mail may be used to send out the notice validly.

Art. 16. Functions

The Plenary has the following powers:

- a) To examine and approve the annual report presented by the Executive Group;
- b) To examine and approve the accounts, balance sheets and budget;
- c) To elect the Chairperson;
- d) To elect the members of the Executive Group;
- e) To elect one or more Auditors from the Members who report to the Plenary with regard to the financial accountability of the previous period (e.g. the previous year).
- f) To determine the membership annual fees, upon proposal of the Executive Group.
- g) To decide about modifications of the statutes and about the dissolution of the Association;
- h) In general, to approve and comment on the activities of the Executive Group as well as to be informed and decide about any activity or procedure concerning the Association.

Art. 17. Extraordinary Plenary

An Extraordinary Plenary Meeting shall be held if judged necessary by the Executive Group or by one-fifth of the members of the Association. This Meeting is to be convened by written notice, which must be sent together with an agenda to all members no less than three (3) weeks prior to the date fixed for the Extraordinary Plenary. The notice may be sent by e-mail or fax.

Art. 18. Chairmanship

Any Plenary of the Association shall be chaired by the Chairperson of the Association or, in his absence, by one of the Vice-Chairpersons of the Association, or by a member duly designated by the Executive Group.

Art. 19. Quorum

The ordinary and extraordinary Plenary are validly constituted in the first convocation if the simple majority of the voting rights of the Members are represented by a Representative or Delegate. In the second convocation, one hour later, the Plenary is validly constituted if at least one third of the voting rights are represented by a Representative or Delegate.

If the quorum is not reached in the second convocation, a third convocation can be called, at least two weeks later, by the simple majority of the voting rights present or represented in the second convocation. In its third convocation, the Plenary is validly constituted regardless of the number of the voting rights present or represented.

Art. 20. Voting

Abstentions shall be counted as neutral, not as negative. Decisions of the Plenary shall be valid on the basis of a simple majority of the votes cast by those Members present or validly represented.

However, a two thirds majority of the votes cast by those present or validly represented shall be required with regard to:

- any amendment to the Statutes of the Association, including the extension of qualification of membership;
- the dissolution of the Association;

Art. 21. Minutes

The minutes of the Plenary shall be drawn up by the Secretariat. They are to be signed and attested by the Chairperson of the Association and the Secretary General or, in their absence, by one of the Vice-Chairpersons, and another member of the Executive Group, after approval of the minutes by the Plenary.

A copy of the minutes shall be sent to every Association Members within six (6) weeks of the date of the Plenary and will be considered as approved if no comment is received in written within 15 days.

Chapter 4 – The Chairperson

Art. 22. Functions

The functions of the Chairperson of the Association are the following:

- a) To chair the meetings of the Plenary and of the Executive Group, of which she/he is a member;
- b) To ensure that decisions taken by the Plenary and by the Executive Group are implemented as far as possible;
- c) To represent the association to institutions, companies and entities of any kind;
- d) To approve payments and all documents implying a financial commitment of the Association after consultation with the Executive Group;
- e) To sign contracts in compliance with the decisions of the Executive Group

Art. 23. Election

The Chairperson is elected by the Plenary in the following way:

1. Each Member may nominate candidates.
2. The nominations must be made known to the Secretariat at least 2 (two) weeks before the forthcoming Plenary takes place. The Secretariat will circulate the nominations to every Members, as soon as she/he receives them, but not later than 1 week before the Plenary.
3. Each Member present at the Plenary receives a number of voting cards equal to the number of voting rights she/he represents.
4. The voting cards contain a list of the candidates in alphabetical order, stating which member has nominated the candidate.
5. The vote is only valid if the Member only elects one of the nominated candidates. The vote is secret.
6. The candidate who receives the highest number of votes is elected. If more than one candidate receives the same number of preferences, the vote is repeated. If more than one candidate receives the same highest number of preferences in the second vote, the Chairperson is chosen by lot amongst these candidates.

The Chairperson is elected by the Plenary for a period of 2 (two) years. She/he can be re-elected up to a maximum of 6 (six) years. The Chairperson immediately and automatically loses the position in case of personal bankruptcy, incapacity, and jail sentence or criminal conviction or if he/she is no longer employed by a member.

In case of loss of position, resignation or death of the Chairperson, the Plenary elects a new Chairperson at its first meeting after the event. The election procedure is the same as above. In case the resignation or death is known during the last 3 weeks before the Plenary, nominations will be accepted also during the Plenary. The new Chairperson will be in charge until the end of the natural term of the Chairperson who has resigned or died.

The Plenary may deselect the Chairperson by an absolute majority of the voting rights existing in the Association. The proposal of voting out the current Chairperson must indicate the name of the substitute and state the reasons. Such a proposal can only be accepted as a whole.

Chapter 5 – Executive Group

Art. 24. Powers

The Executive Group shall manage the Association considering the decisions of the Plenary, without prejudice to the powers of the Plenary. The Executive Group is in charge of ensuring timely and successful delivery and fulfilment of the ALICE mission. The Executive Group activities include:

- Developing the activities requested by the Plenary (Development of Strategic Research and Innovation Agendas, implementations actions, etc.) with the support of the Secretariat and the Working Groups.
- Representing the Association in public events and consultation bodies. This function maybe delegated to the Secretariat on a case-by-case basis.
- Liaise with national and European funding and policy making bodies (sector, government, public, etc.) and other relevant bodies and agencies (ERA, etc.)
- Link with any other European and national institutions and other technology platforms

- Connecting the strategy to tactical activities through the defined Working Groups.
- Defining the Information and Communication Strategy of the Association.
- Approval of new Association members.
- Delegate any of these powers to the Chairperson, to an Executive Group member or to the Secretariat.

Art. 25. Composition, election

The Executive Group shall be composed of a maximum of 9 (nine) members including the Chairperson and the Chairs of the Working Groups elected by the Plenary.

After the election of the Chairperson is concluded, the Executive Group is elected using following procedure:

- Each Member may nominate candidates to the Executive Group in the position of Vice-chair of the association and/or Chair of a Working Group.
- The nominations must be made known to the Secretariat at least 2 (two) weeks before the Plenary takes place. The Secretariat will circulate the nominations to all members, as soon as she/he receives them, but not later than 1 (one) week before the Plenary meeting.
- Each member present at the Plenary receives a number of voting cards equal to the number of voting rights held by the organisation that she/he represents.
- Each voting card can express up to 2 preferences for Plenary Vice-Chair category and one preference per Working Group Chair category.
- The vote is secret.
- The candidates who get most votes in their category are elected. In case one or more seats in the Executive Group cannot be clearly allocated because candidates received an equal number of votes, the vote for these seats is repeated among those candidates who received the same number of preferences. In case they still receive an equal number of preferences, the seats are allocated by lot amongst these candidates. This is only applicable when the minimum number of members has not been covered.
- If one category of members has not any nominated candidate, or if the candidates it has nominated have received no votes, the seat or the seats in the Executive Group reserved to that category are taken over by the candidate or candidates of other categories who received the highest number of votes.

The members of the Executive Group - including the Chairperson - are elected by the Plenary for a period of 2 (two) years. They can be re-elected twice for a period of 2 (two) years each. A member of the Executive Group immediately and automatically loses his position in case of personal bankruptcy, incapacity, jail sentence or criminal conviction.

In case of loss of position, resignation or death of a member of the Executive Group, a substitute is elected at the next Plenary. The election procedure is the same as described above. In case the resignation or death is known during the last 3 weeks before the Plenary, nominations will be accepted also during the Plenary. The rules of this article concerning the representation of different categories of members in the Executive Group apply. The new chairperson will be in his position until the end of the natural term of the chairperson who has resigned or died.

The Plenary can replace one or more members of the Executive Group by an absolute majority of the voting rights existing in ALICE. The proposal of voting out one current member of the Executive Group must indicate the name of the substitute and state the reasons. Each proposal can only refer to one member to be replaced and one substitute. Each proposal can only be accepted as a whole. The rules of this article concerning the representation of different categories of members in the Executive Group apply.

One of the Vice-Chairpersons takes over the duties of the Chairperson in case of his/her absence, resignation, illness or death. The Executive Group can decide at any time to change the Vice-Chairperson.

The Executive Group nominates the Secretariat, who will attend its meetings without voting rights.

The Executive Group nominates Working Groups Vice-chairs, who will attend its meetings without voting rights.

Art. 26. Decisions

The Executive Group takes decisions by simple majority. Each of its members has 1 (one) vote. In case of parity, the vote is repeated and the Chairperson has 2 (two) votes. Executive Group Members may transfer their voting right to any other Executive Group member or to any of the Working Groups Vice-chairs.

Art. 27. Meetings

The meetings of the Executive Group will be called by the Chairperson or by the Secretariat acting on behalf of the former.

The Executive Group shall meet at least 4 (four) times a year and at such times as the Chairperson deems necessary, or if 2 (two) of its members request it in writing. The Executive Group is validly constituted if the majority of its members are present or represented. The Executive Group is validly called if its members have been convoked in written form at least one week in advance. Meetings can be face to face or virtual meetings using teleconference facilities.

In cases of urgency, every member of the Executive Group can request to use the procedure of vote by correspondence. The request must be duly motivated. The vote by correspondence must be announced in advance to the members of the Executive Group, to ensure they are fully informed before voting. According to the procedure of vote by correspondence, the approval in written form by a majority of the members of the Executive Group, also in form of e-mail, is sufficient to validate a decision.

Art. 28. Minutes

The Secretariat takes the minutes of the meetings of the Executive Group. Once approved, the minutes shall be signed by the Secretariat and the Chairperson. The minutes can be approved at the end of the meeting or during the following one. They must be sent to all members of the Association.

Art. 29. Composition

The Secretariat is lead by the Secretary General and composed by a reduced team who will put in practice the functions described in article 30. The works of the Secretariat are coordinated by the Chairperson, until a Secretary General is selected and appointed. The personnel of the Secretariat are remunerated through the funding reported in Article 30.

Art. 30. Functions

The Secretary General is nominated by the Executive Group for a period of 2 (two) years. It is responsible of the representation of the Association in the daily management. The functions of the Secretariat are the following:

- a) To prepare, under the direction of the Executive Group, the annual work program and monitor and manage the annual budget;
- b) To control the administration and finances of ALICE and present every year a report to the Executive Group;
- c) To be secretary at meetings of the Plenary and the Executive Group;
- d) To keep the list of members present or represented to every meeting of the Plenary and of the Executive Group and to verify that the required quorum is respected at every moment;
- e) To monitor and record the results of every vote in the meetings of the Plenary and of the Executive Group;
- f) To take the minutes of every meeting held within ALICE;
- g) To represent a member of ALICE or the Chairperson, under their request, at internal meetings or for its external activities;
- h) To represent the Association under the entire responsibility of the Executive Group.
- i) And, in general, to perform all specific tasks and specific missions defined by the Executive Group.

Chapter 7 – Budget, contracts

Art. 31/A Accounting year

The accounting year starts on the 1st of January and finishes the 31st December of every Year.

Art. 32. Funding

In order to pursue its aims, the Association shall rely upon its assets, independent from those of its members, and originating from the following sources:

- a) Annual fees as well as the voluntary donations of its members;
- b) Subventions from public or private institutions;
- c) The realisation of studies and other projects on behalf of third parties, related to the objectives of the Association;
- d) Any other income arising from contributions of any kind, donations, bequests, credits and collaborations.

The Association might participate to EC funded programs for research projects and accompanying measures (Coordination and Support Actions). The budgetary year of the Association shall be closed on the 31st of December. The Executive Group shall submit to the Plenary the financial results of the period.

Chapter 8 – Modifications of the statutes, dissolution

Art. 33. Modification and/or dissolution

Without prejudice to article 55 of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, and without prejudice to Article 2 of the present statutes, any proposal aiming at modifying the statutes or at dissolving ALICE must come from the Executive Group or from at least 25% of the voting rights existing in ALICE.

Art. 34. Proposals for modification

In case of proposals aimed at a modification of the statutes, the convocation to the Plenary which will deliberate on such a proposal must include the text of the proposal. The Plenary can deliberate on such a proposal with simple majority of the voting rights present or represented. If a proposal aimed at a modification of the statutes has been presented less than 6 (six) weeks before the Plenary, the proposal can be approved only with a majority of two thirds of the voting rights present or represented.

Modifications to statutes will be effective after the conditions of publicity required by article 51§3 of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation have been met.

Art. 35. Proposals for dissolution

In case of proposals aimed at the dissolution of ALICE, the Plenary can validly deliberate only if at least two thirds of the voting rights are present or represented, according Article 16. The Executive Group must communicate to the members at least three months in advance the date of the Plenary which will deliberate on such a proposal. The Plenary will take a decision by absolute majority of the voting rights present or represented.

However if less than two thirds of the voting rights are present or represented and thus no deliberation on the proposal of dissolution of ALICE can take place, a second Plenary can be convoked within four months of the first. This second Plenary will then definitively and validly deliberate on the proposal of dissolution of the association, regardless of the number of the members present or represented.

Once the dissolution is accepted, the Plenary shall designate one or several liquidators, shall decide on their powers, and shall indicate how to distribute the assets of ALICE, taking into account that these assets can not be given to the members beyond the amount of their own contribution and that the beneficiaries must be non-profit organisations pursuing aims similar to those of ALICE.

Art. 36. Juridical actions

Judicial actions, both pursuant and defensive, will be undertaken by the Chairperson on behalf of ALICE, or by an administrator designated by him/her.

Chapter 9 - Miscellaneous stipulations and general requirements

Art. 37. Rules of Procedure

Without prejudice to the present Statutes, the Association shall draw up and implement specific Rules of Procedure for the Association governing the day to day conduct and administration of the Association's affairs.

Art. 38. Disclosure - «ALICE » abbreviated name and logos

Members of the Association shall be prohibited from divulging technical or commercial information relating to other members of the Association where access to such information derives solely from the fact of membership of the Association.

The Association holds the rights on the «ALICE» abbreviated name, logos and its social denomination. The Members of the Association are authorized to use these name, logos and social denomination but only in accordance with the Rules of Procedures regulated by the Plenary.

Art. 39. Liability of members

Member of the Association shall not be liable for any obligations or debts of the Association.